

RECORDATION NO. 16835-B FILED

MAR 01 '06 10-22 AM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

February 28, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Partial Termination, dated as of February 28, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which was previously filed with the Commission and the Board under Recordation Numbers 16835 and 16835-A

The name and address of the party to the enclosed document are:

Lessor: Banc of America Leasing & Capital LLC  
(successor to Banc Boston Leasing, Inc.)  
555 California Street  
San Francisco CA 94104

[Lessee: Rhone-Poulenc, Inc.  
Blackhorse Lane  
Monmouth, NJ 08852]

Mr. Vernon A. Williams  
February 28, 2006  
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A description of the railroad equipment covered by the enclosed document  
is:

40 tank railcars within the series RPBX 23111 – RPBX 23162

A short summary of the document to appear in the index follows:

Notice of Partial Termination of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

MAR 01 '06 10:22 AM

**NOTICE OF PARTIAL TERMINATION OF LEASE**

**SURFACE TRANSPORTATION BOARD**

The undersigned, BANC OF AMERICA LEASING & CAPITAL LLC (successor in interest to BancBoston Leasing Inc.), Lessor, publishes this notice that the Master Lease Agreement originally entered into on February 27, 1990 (the "Master Lease") by BancBoston Leasing Inc., as Lessor, and Rhone-Poulenc Inc., as Lessee, as subsequently amended or modified (the "Lease"), as it applies to the certain railroad equipment identified on Schedule A attached hereto, is hereby terminated except with respect to those obligations, if any, of Lessor and Lessee under the Lease which expressly survive any termination thereof.

The Master Lease was originally filed with the Interstate Commerce Commission ("ICC") on April 16, 1990 at 12:25 p.m. under Recordation Number 16835, and an Amendment to Master Lease Agreement was filed with the ICC on June 25, 1990 at 3:05 p.m. under Recordation Number 16835-A.

As of this 28 day of FEB, 2006, the Lease remains in effect as to the remaining railcars not identified hereinabove.

BANC OF AMERICA LEASING & CAPITAL LLC, Lessor

By: Bill De Jong

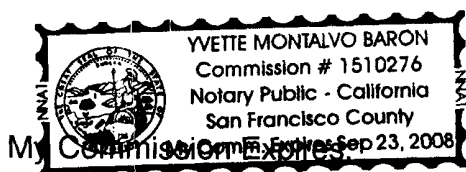
Name: Bill De Jong

Title: Senior Vice President

STATE OF )  
 )  
COUNTY OF ) ss.

On this 27<sup>th</sup> day of FEBRUARY, 2006, before me appeared BILL DE JONG, to me personally known, who, being duly sworn did say that he/she is the SENIOR VICE PRESIDENT of BANC OF AMERICA LEASING & CAPITAL LLC, and that said instrument was signed on behalf said corporation by authority of its board of directors and he/she acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



Yvette Montalvo Baron  
NOTARY PUBLIC

## Schedule A

### 1989 Union Tank Car 13,650 Gallon Tank Cars

RPBX 23111	RPBX 23129	RPBX 23141	RPBX 23152
RPBX 23112	RPBX 23130	RPBX 23142	RPBX 23153
RPBX 23113	RPBX 23131	RPBX 23143	RPBX 23154
RPBX 23116	RPBX 23132	RPBX 23145	RPBX 23155
RPBX 23118	RPBX 23133	RPBX 23146	RPBX 23156
RPBX 23119	RPBX 23135	RPBX 23147	RPBX 23157
RPBX 23122	RPBX 23136	RPBX 23148	RPBX 23158
RPBX 23123	RPBX 23137	RPBX 23149	RPBX 23160
RPBX 23127	RPBX 23138	RPBX 23150	RPBX 23161
RPBX 23128	RPBX 23140	RPBX 23151	RPBX 23162